

DISCOVER HUNTERS HILL INCORPORATED

Incorporated 1st July, 2005

CONSTITUTION

NAME

1. The name of the association is "Discover Hunters Hill Incorporated", hereinafter referred to as "Discover Hunters Hill" or "the Association".

NATURE OF THE ASSOCIATION

2. Discover Hunters Hill is a voluntary not for profit association, incorporated under the NSW Associations Incorporation Act, 1984.
3. Discover Hunters Hill:
 - (a) is non party political and non sectarian,
 - (b) is capable of performing all the functions of a body corporate,
 - (c) is capable of suing and being sued,
 - (d) has perpetual succession and shall have a common seal.
4. The income and property of Discover Hunters Hill, however derived, shall be applied solely towards its aims and no portion shall be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise by way of profit to the members of Discover Hunters Hill. Provided that nothing shall prevent the payment in good faith of remuneration to any employee of, or consultant to, Discover Hunters Hill or to any of its members in return for services actually rendered or reasonable and proper rent for any premises let to it by any member, but that no remuneration or other benefit in money or monies worth shall be paid or given by Discover Hunters Hill to any officer except repayment of out-of-pocket expenses.

PRINCIPAL PLACE OF ADMINISTRATION

5. The principal place of administration of the Association shall be 20 Avenue Road, Hunters Hill, or as otherwise resolved from time to time by the committee.

FINANCIAL YEAR

6. The financial year of the Association shall commence on 1st July of each year for a period of 12 months.

DEFINITIONS

7. (1) In this Constitution:

“association” includes

- (a) a society, club, institution or other body, and
- (b) an incorporated association

“body” means a body corporate, or an unincorporated body which shall include a society or association.

“business” means an individual person or group of persons, a partnership, a professional practice, a body, a body corporate, a company of whatever kind or a corporation as defined by the Corporations Act 2001, whose aims are to be engaged in trade and commerce and/or to make a profit for its proprietor(s), owner(s), member(s) or shareholder(s).

“Commissioner” means the Commissioner of the Office of Fair Trading.

“committee” means the body which governs or has the management of the Association.

“community group” means a group of individual persons, an association, a body or an organisation which is community based and does not seek profit for its individual members.

“incorporated association” means an association or other body incorporated under this Act.

“financial member” means a member who has paid membership fees in accordance with clause 18.

“Hunters Hill” means:

- (a) all those pieces or parcels of land situated within the Municipality of Hunters Hill, a local government area in New South Wales, and
- (b) the precincts “the Gladesville Shops” and “Boronia Park Shops” (as set out in Annexures 1 & 2).

“member” means a community group or business that is, under this Constitution, a member of the Association.

“officer” includes:

- (a) a representative of a member on the committee of the Association,
- (b) the public officer of the Association,
- (c) a secretary or treasurer of the Association, and

- (d) a person occupying or acting in any of those positions, whether or not validly appointed to occupy or duly authorised to act in the position.

“property” includes real and personal property, any estate or interest in any property, real or personal, any debt, anything in action, and any other right or interest, whether in possession or not.

“public officer” means the person who is for the time being the public officer of the Association.

“representative” means an individual person appointed to act on behalf of a member in relation to the affairs of the Association, including attending and voting at the annual general meeting, special general meetings and where elected meetings of the committee of the Association.

“secretary” means

- (a) the person holding office under this Constitution as secretary of the Association, or
 (b) if no such person holds that office – the public officer of the Association.

“special general meeting” means a general meeting of the Association other than an annual general meeting.

“the Act” means the *Associations Incorporation Act 1984*.

“the Regulation” means the *Associations Incorporation Regulation 1999*

- (2) In this Constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
 (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the *Act*.

AIMS

8. The aims of Discover Hunters Hill are:
- (a) to preserve and protect the unique character of Hunters Hill, and
 - (b) to maintain its independence as a Municipality, and
 - (c) to ensure the viability of its local businesses, professionals and services, and
 - (d) to do all things which the committee considers are in furtherance of, or are necessary to achieve, the above aims.

FUNCTIONS

9. The functions of the Association are:
- (a) to provide information relevant to Hunters Hill to the local and wider community, and for visitors,
 - (b) to support the activities and events of community groups,
 - (c) to encourage community and visitor use of the facilities and services provided by local businesses, and other bodies and organisations,
 - (d) to seek the provision of needed facilities and services that benefit the community and visitors,
 - (e) to promote a greater awareness and recognition of the natural, cultural, heritage and community values of Hunters Hill,
 - (f) to preserve and enhance the village atmosphere of Hunters Hill,
 - (g) to enhance the community spirit and sense of belonging that exists within the Municipality,
 - (h) to identify and promote places and events of interest to the community and visitors,
 - (i) to endeavour to work closely with other associations, bodies and organisations in furtherance of the aims of the Association,
 - (j) to pursue such other functions that are consistent with the aims of the Association.

POWERS

10. For the purpose of achieving its aims the Association shall have the following powers:
- (a) to raise funds through annual subscriptions, donations, grants, entrance fees, publications, events, contributions from supporters, donors, sponsors and benefactors, and such other sources approved by the Association and/or the committee,
 - (b) to accept gifts or bequests,
 - (c) to print and publish periodicals, newsletters, books, leaflets or other documents,
 - (d) to develop and maintain a website separately or in association with a body, organisation or business,
 - (e) to employ persons or engage consultants,
 - (f) to acquire, hold and dispose of property,

- (g) to do all such other lawful things as are conducive or incidental to achieving the aims of the Association.

MEMBERSHIP

MEMBERSHIP QUALIFICATIONS

11. (1) A community group or business is qualified to be a member of the Association if, but only if:
- (a) it agrees to be bound by the aims and by the provisions of the Association's Constitution, and
 - (b) it is situated within Hunters Hill, and
 - (c) it authorised incorporation of the Association under the Act and has not ceased to be a member of the Association at any time after incorporation, or
 - (d) it has been nominated for membership by a member of the Association and has been approved for membership of the Association by the committee.
- (2) An application for membership by a community group shall be in accordance with Form A of this Constitution.
- (3) An application for membership by a business shall be in accordance with Form B of this Constitution.

NOMINATION FOR MEMBERSHIP

12. (1) A nomination for membership of the Association:
- (a) shall be made by a member of the Association or its representative in accordance with Form A or Form B to this Constitution, and
 - (b) shall be lodged with the secretary of the Association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under clause 18 by a member as the annual subscription.
- (4) The secretary shall, on payment by the nominee of the amount referred to in subclause (3) (b) within the period referred to in that provision,

enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

APPOINTMENT OF REPRESENTATIVE

13. (1) A member may appoint as its representative to the Association an individual person who is a member of its community group or a person being a proprietor, owner, director, secretary, manager, officer or employee of its business, being a resident of New South Wales who has attained 18 years.
- (2) The representative shall agree to be bound as the representative by the aims and the provisions of this Constitution.
- (3) The appointment shall be in writing, state the name and address of the representative and the date of the appointment and be signed
- (a) in the case of a community group by the chair, president or a member of its committee, or
- (b) in the case of a business by the proprietor, owner or a director of that business.
- (4) If an appointment is made at the same time as an application for membership, the appointment shall be in accordance with Form A or Form B, otherwise in accordance with Form C of this Constitution.
- (5) Notification of such appointment shall be lodged with the secretary of the Association.
- (6) Receipt by the secretary of the above appointment shall be prima facie evidence of the lawful appointment of the representative to the Association.
- (7) The member shall be represented for all purposes under this Constitution by its representative and is bound by the actions and conduct of its representative.
- (8) The representative shall exercise on behalf of the member all the rights and powers of the member and be subject to the duties and obligations of the member as set out in this Constitution.
- (9) A member may also appoint an alternate representative who will, in the reasonable absence of the representative, stand in the place of the representative during such absence, such appointment to be in the same manner as for the appointment of a representative.

CESSATION OF MEMBERSHIP

14. A community group or business ceases to be a member of the Association if it:
- (a) is no longer situated within Hunters Hill, or
- (b) resigns membership, or
- (c) ceases to operate as a community group, or
- (d) ceases to carry on business, or
- (e) is in arrears of payment of its annual subscription by more than twelve (12) months, or
- (f) is expelled from the Association, or
- (g) becomes bankrupt, or

- (h) goes into liquidation.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 15. A right, privilege or obligation which a community group or business has by reason of being a member of the Association:
 - (1) is not capable of being transferred or transmitted, and
 - (2) terminates on cessation of membership.

RESIGNATION OF MEMBERSHIP

- 16.
 - (1) A member of the Association is not entitled to resign that membership except in accordance with this clause.
 - (2) a member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
 - (3) If a member of the Association ceases to be a member under subclause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

REGISTER OF MEMBERS AND THEIR REPRESENTATIVES

- 17.
 - (1) The public officer of the Association must establish and maintain a register of members of the Association and their representatives specifying name, address and the date of becoming a member or representative.
 - (2) The register must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association or its representative at any reasonable hour.
 - (3) A member of the Association or its representative may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

SUBSCRIPTIONS

18. (1) A community group that is a member of the Association shall pay to the Association an annual membership fee of \$20, or if some other amount is determined by the committee, that other amount.
- (2) A business that is a member of the Association shall pay to the Association an annual membership fee of \$50, or if some other amount is determined by the committee, that other amount.
- (3) The annual membership fee is payable before 1st July in each calendar year.
- (4) If the member becomes a member on or after 1st July in any calendar year – on becoming a member and before 1st July in each succeeding calendar year.

MEMBERS' LIABILITIES

19. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 18.

RESOLUTION OF INTERNAL DISPUTES

20. (1) Disputes between members or their representatives (in their capacity as members or representatives) of the Association, and disputes between members or their representatives and the Association, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

DISCIPLINING OF MEMBERS

21. (1) A complaint may be made to the committee by any member or its representative that a member of the Association or its representative:
 - (a) has wilfully acted by word or deed contrary to the aims of the Association, or
 - (b) has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
 - (c) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

- (2) On receiving such a complaint, the committee:
 - (a) shall cause notice of the complaint to be served on the member and its representative, and
 - (b) shall give the member and its representative at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) shall take into consideration any submissions made in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 22.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 22 (5),

whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

22. (1) A member may appeal to the Association in general meeting against a resolution of the committee under clause 21, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

THE COMMITTEE

POWERS OF THE COMMITTEE

- 23. The committee of the Association, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting:
 - (a) is to control and manage the affairs of the Association, and
 - (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and
 - (c) may exercise all the powers of the Association including the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

CONSTITUTION AND MEMBERSHIP

- 24. (1) Subject in the case of the first members of the committee pursuant to section 21 of the Act, the committee is to consist of ten members being:
 - (a) a representative from each of five business members, with one member from each of the following five precincts – the Woolwich Village, the Hunters Hill Village, the Hunters Hill Shops, Boronia Park Shops, and the Gladesville Shops, (as set out in Annexures 1 & 2).
 - (b) a representative from each of five community group members, with one member from the Hunters Hill Trust Incorporated, and one from the Hunters Hill Historical Society Inc., and one from the National Trust Vienna Cottage Management Committee, and two representatives from other community group members.

- (2) In circumstances where there is no business member from any one of the five precincts as set out in subclause (1) (a) above, or there is no nomination of a representative of a business member within a precinct for the committee, then that position on the committee may be taken by a representative from a business within any of the precincts.
- (3) In circumstances where the Hunters Hill Trust Incorporated, or the Hunters Hill Historical Society Inc., or the National Trust Vienna Management Committee is not a member or no longer exists or its representative has not been nominated for the committee, that place on the committee may be taken by a representative from any community group member.
- (4) The committee shall consist of the office bearers of the Association and six other representatives of members, each of whom is to be elected at the annual general meeting of the Association under clause 25 of this Constitution.
- (5) The office bearers of the Association are to be:
 - (a) the chair,
 - (b) the deputy chair,
 - (c) the treasurer, and
 - (d) the secretary.
- (6) Each representative of a member who is on the committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the representative's election, but is eligible for re-election.
- (7) In the event of a casual vacancy occurring on the committee, the committee may appoint a representative of a member of the Association to fill the vacancy so as to keep a balance of five representatives from businesses and five from community groups, and the representative so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (8) Where a representative of a member is elected to the committee, he shall be deemed to be the representative of that member until the conclusion of the annual general meeting next following his election, so long as that member remains a member of the Association.
- (9) Business members that are not situated within one of the precincts set out in Annexures 1 and 2, shall be deemed to be within the precinct nearest to where they are so situated, such precinct to be determined by the committee.

ELECTION OF REPRESENTATIVES OF MEMBERS

25. (1) Nominations of representatives of members as candidates for election to the committee:
- (a) shall be made in writing, signed by a financial member of the Association or its representative and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Association at least 5 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If there be only 1 nomination of a representative of a business member as a candidate from a precinct as set out in Annexures 1 and 2, then that candidate shall be taken to be elected.
- (3) If the number of candidates who are representatives of businesses does not exceed 5 in number, then those not already taken to be elected under subclause (2) shall also be taken to be elected.
- (4) If there is a nomination of a representative from the Hunters Hill Trust Incorporated, the Hunters Hill Historical Society Inc. or the National Trust Vienna Cottage Management Committee, then that candidate shall be taken to be elected.
- (5) If there be candidates from other community group members so that together with any candidate taken to be elected under subclause (4) the number does not exceed 5, those candidates shall be taken to be elected.
- (6) If, after allowing for candidates taken to be elected, insufficient nominations are received to fill all vacancies on the committee, as constituted in clause 24 of this Constitution, further nominations are to be received at the annual general meeting.
- (7) If insufficient further nominations are received any vacant positions remaining on the committee are taken to be casual vacancies.
- (8) If the number of nominations received, allowing for those already taken to be elected:
- (a) is equal to the number of vacancies to be filled, and satisfies the constitution of the committee as set out in clause 24, the representative or representatives nominated are taken to be elected, or
 - (b) exceeds the number of vacancies to be filled, as set out in this Constitution, a ballot is to be held.

- (9) The ballot for the election of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

ELECTION OF OFFICE-BEARERS

26. (1) The committee shall meet at the end of the annual general meeting to elect a chair, deputy chair, secretary and treasurer, or any number of those positions, such election to be by unanimous decision.
- (2) If any or all of the positions are not filled in accordance with subclause (1), the committee shall meet within 14 days to elect by majority outstanding positions. Until that time the public officer, as at the date of the annual general meeting, shall act as the chair, if the chair has not already been elected.

SECRETARY

27. (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (1) all appointments of office bearers and of the committee,
 - (2) the names of those of the committee present at a committee meeting or a general meeting, and
 - (3) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

TREASURER

28. It is the duty of the treasurer of the Association to ensure:
- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

CASUAL VACANCIES

29. For the purpose of this Constitution a casual vacancy in the position of a representative on the committee occurs if the representative:
- (a) dies, or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (c) resigns by notice in writing given to the secretary, or
 - (d) is removed from office under clause 30, or
 - (e) becomes a mentally incapacitated person, or
 - (f) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months, or
 - (g) can no longer hold the position, as the member he represented has ceased to be a member of the Association.

REMOVAL OF COMMITTEE REPRESENTATIVES

30. (1) The Association in general meetings may by resolution remove any representative of a member on the committee from that position before the expiration of the term of office and may by resolution appoint a representative of another member to hold office until the expiration of the term of office of the representative so removed, such appointment to keep the balance of 5 business and 5 community group members on the committee.
- (2) If a representative on the committee, to whom a proposed resolution referred to in subclause (1) relates, makes submissions in writing to the secretary or chair (not exceeding a reasonable length) and requests that the submissions be notified to the members of the Association or their representatives, the secretary or chair may send a copy of the submissions to each member of the Association and its representative, or if the submissions are not so sent, the representative is entitled to require that the submissions be read out at the meeting at which the resolution is considered.

MEETINGS AND QUORUM

31. (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the chair or by any representative on the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each representative on the committee at least 48 hours (or such other period as may be unanimously agreed on by the representatives on the committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the representatives on the committee present at the meeting unanimously agree should be dealt with.
- (5) Any 5 representatives on the committee, at least 2 of whom represent a community group member and at least 2 of whom represent a business member, constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the chair or, in the chair's absence, the deputy chair is to preside, or
 - (b) if the chair and the deputy chair are absent or unwilling to act, such one of the remaining representatives on the committee as may be chosen by those present at the meeting is to preside.

DELEGATION BY COMMITTEE TO SUB-COMMITTEE

32. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such representatives of members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

VOTING AND DECISIONS

- 33. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of representatives of the committee or sub-committee present at the meeting.
- (2) Each representative present at a meeting of the committee or of any sub-committee appointed by the committee (including the representative presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 31 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

GENERAL MEETINGS

ANNUAL GENERAL MEETINGS – HOLDING OF

- 34. (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.

- (3) Subclauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26 (3) of the Act.

ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

35. (1) The annual general meeting of the Association is, subject to the Act and to clause 34, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect representatives of members of the Association to the committee in accordance with clauses 24 and 25 of this Constitution,
 - (d) to receive and consider the financial statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

36. SPECIAL GENERAL MEETINGS – CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee must on the requisition in writing of at least 10 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the representatives of the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the representatives of the members making the requisition.

- (4) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the representatives of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a representative of a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

NOTICE

- 37. (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to the representative of each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to the representative of each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 35 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing from their representative of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

PROCEDURE

- 38. (1) No item of business is to be transacted at a general meeting unless a quorum of representatives of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

- (2) Nine representatives of members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the representatives of members present (being at least 7) is to constitute a quorum.

PRESIDING MEMBER

39. (1) The chair or, in the chair's absence, the deputy chair, is to preside as chairperson at each general meeting of the Association.
- (2) If the chair and the deputy chair are absent or unwilling to act, the representatives of members present must elect one of their number to preside as chairperson at the meeting.

ADJOURNMENT

40. (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of representatives of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

MAKING OF DECISIONS

41. (1) A question arising at a general meeting of the Association is to be determined on a show of hands of financial members' representatives present and entitled to vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 representatives of members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

SPECIAL RESOLUTION

42. A resolution of the Association is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such representatives of members of the Association as, being entitled under this Constitution so to do, vote in person at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution, or
 - (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

VOTING

43. (1) On any question arising at a general meeting of the Association a member by its representative, has one vote only.
- (2) All votes must be given personally by the representative.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A representative of a member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.

MISCELLANEOUS

INSURANCE

44. The Association may effect and maintain insurance.

FUNDS - RECEIPT

45. (1) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (2) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS – MANAGEMENT

46. (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the aims of the Association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 representatives on the committee or employees of or consultants to the Association, being representatives, employees or consultants authorised to do so by the committee.

ALTERATION OF AIMS AND PROVISIONS IN THE CONSITUTION

47. The aims and the provisions in this Constitution may be altered, rescinded or added to only by a special resolution of the Association.

COMMON SEAL

48. (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 representatives on the committee or of 1 representative on the committee and either the public officer or the secretary.

CUSTODY OF BOOKS

49. Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

INSPECTION OF BOOKS

50. The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

SERVICE OF NOTICES

51. (1) For the purpose of this Constitution, a notice may be served on or given to a member:
- (a) by delivering it to the members representative personally, or
 - (b) by sending it by pre-paid post to the address of the member or the members representative, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member or the members representative for giving or serving the notice.
- (2) For the purpose of this Constitution a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the representative, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

DISTRIBUTION OF ASSETS

52. In the event of the Association being dissolved, or wound up, and subject to the Act, the amount which remains after such dissolution or winding up and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any association or organisation which has similar aims, or an aim similar to one of the Association's aims, and which has rules or provisions prohibiting the distribution of its assets and income to its members.

FORM A

**APPLICATION BY A COMMUNITY GROUP FOR MEMBERSHIP OF
DISCOVER HUNTERS HILL INCORPORATED**

I
(full name) (address)

Chair President Committee Member
(please tick (✓) appropriate box)

of the community group

.....
(name) (address)

.....
(telephone no.) (fax) (email)

hereby make application for the said group to become a member of Discover
Hunters Hill Incorporated (the Association).

I declare that the community group is situated within Hunters Hill, and

that the said group is bound by the aims and the provisions of the Association's
Constitution.

APPOINTMENT OF REPRESENTATIVE

I also hereby appoint

.....
(full name) (address)

a member of the community group, and a resident of New South Wales who
has attained 18 years, to be our representative to the Association.

..... (signature) (date)

I
(full name) (address)

.....
(telephone no) (fax) (email)

hereby agree to be the representative of

to Discover Hunters Hill Incorporated (the Association), and to be bound as the representative by the aims and the provisions of the Constitution of the Association.

.....
(signature) (date)

NOMINATION OF APPLICANT

I
(name) (address)

Chair President Committee Member
Proprietor Owner Director Representative
(please tick (✓) appropriate box)

of

a member of Discover Hunters Hill Incorporated (the Association),
hereby nominate on its behalf the community group

.....
(name) (address)

to become a member of the Association.

I declare that in my view the applicant is a fit and proper community group to become a member.

.....
(signature) (date)

FORM B

**APPLICATION BY A BUSINESS FOR MEMBERSHIP OF DISCOVER
HUNTERS HILL INCORPORATED**

I
(full name) (address)

Proprietor Owner Director
(please tick (✓) appropriate box)

of the business

.....
(name) (address)

.....
(telephone no.) (fax) (email)

hereby make application for the said business to become a member of Discover Hunters Hill Incorporated (the Association).

I declare that the business is situated within Hunters Hill, and

that the said business is bound by the aims and the provisions of the Association's Constitution.

APPOINTMENT OF REPRESENTATIVE

I also hereby appoint

.....
(full name) (address)

a person being a proprietor, owner, director, secretary, manager, officer or employee of the business, and a resident of New South Wales who has attained 18 years, to be our representative to the Association.

.....
(signature) (date)

I
(full name) (address)

.....
(telephone no) (fax) (email)

hereby agree to be the representative of

to Discover Hunters Hill Incorporated (the Association), and to be bound as the representative by the aims and the provisions of the Constitution of the Association.

.....
(signature) (date)

NOMINATION OF APPLICANT

I
(name) (address)

Chair President Committee Member
Proprietor Owner Director Representative
(please tick (✓) appropriate box)

of

a member of Discover Hunters Hill Incorporated (the Association)
hereby nominate on its behalf the business

.....
(name) (address)

to become a member of the Association.

I declare that in my view the applicant is a fit and proper business to become a member.

.....
(signature) (date)

FORM C

APPOINTMENT OF REPRESENTATIVE

I
(full name) (address)

Chair President Committee Member
Proprietor Owner Director

(please tick (✓) appropriate box)

of

a member of Discover Hunters Hill Incorporated (the Association)

hereby appoint

.....
(full name) (address)

.....
(telephone no) (fax) (email)

a member of the community group / a person being a proprietor, owner, director, secretary, manager, officer or employee of the business, and a resident of New South Wales who has attained 18 years,

to be our representative to the Association.

..... (signature) (date)

I
(full name) (address)

.....
(telephone no) (fax) (email)

hereby agree to be the representative of

to Discover Hunters Hill Incorporated (the Association), and to be bound as the representative by the aims and the provisions of the Constitution of the Association.

..... (signature) (date)

ANNEXURE 1

THE PRECINCTS OF HUNTERS HILL

“The Gladesville Shops” means all those pieces and parcels of land situated from 131 to 425 Victoria Road, and 112 to 434 Victoria Road, Gladesville, and 20 to 32 Pittwater Road, Gladesville and 1 Karrabee Avenue, Huntleys Cove, and additional lands to the above contained within the Study Area for the Gladesville Shops as evidenced by the drawing “Precincts of the Study Area” by Paul Davies dated October 2004 contained in Annexure 2.

“Boronia Park Shops” means all those pieces and parcels of land situated from 95 to 111 Pittwater Road, Boronia Park, and number 108 and 126 to 152 Pittwater Road, and 100 Ryde Road.

“The Hunters Hill Shops” means all those pieces and parcels of land situated from 45 to 79 Gladesville Road, and 50 to 64 Gladesville Road, Hunters Hill, and 1 to 3 Ryde Road, and 16a to 16d Joubert Street, Hunters Hill.

“The Hunters Hill Village” means all those pieces and parcels of land situated from 5 to 15 Alexandra Street, and 33 to 39 Alexandra Street, and number 32 and 54 to 58 Alexandra Street, Hunters Hill, and 16 to 22 Ferry Street, and 32 Ferry Street, Hunters Hill.

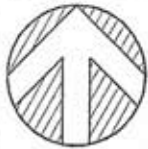
“The Woolwich Village” means all those pieces and parcels of land situated from 94 to 102 Woolwich Road, and 103 Woolwich Road, Woolwich, and 2 Gale Street, Woolwich, and the land on which there are buildings in the vicinity of the Woolwich Dock.

ANNEXURE 2

**PAUL
DAVIES**

ADN 65 674 633 616
PO Box 1771
ROZELLE NSW 2036
Tel: 02 9818 5941
Fax: 02 9818 1882

P T Y L T D
ARCHITECTS
HERITAGE CONSULTANTS



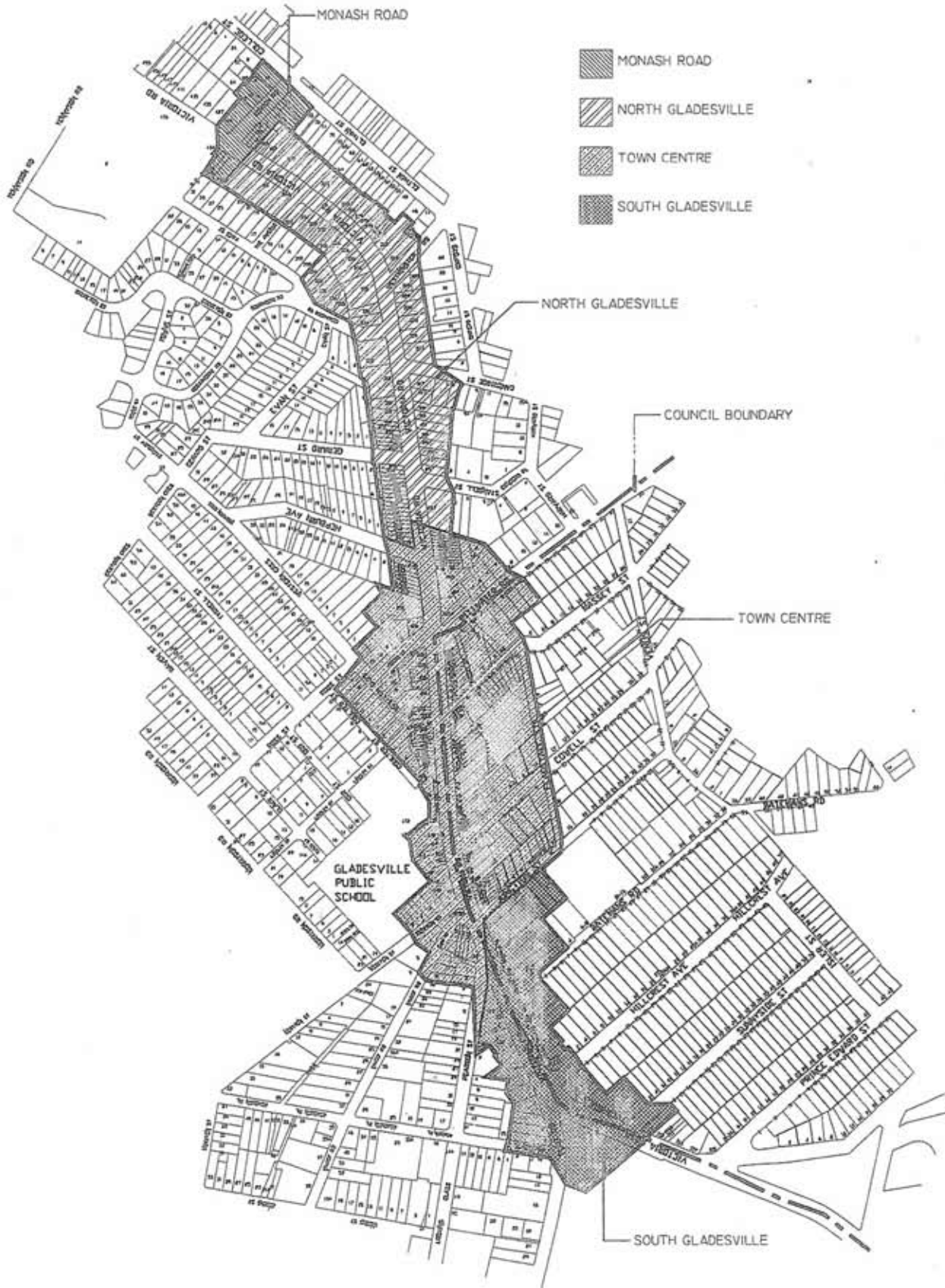
THE GLADESVILLE SHOPS
HERITAGE ASSESSMENT
PRELIMINARY DRAFT
OCTOBER 2004
Drawing:
PRECINCTS OF THE STUDY AREA

Project No. 3-054

Date: OCTOBER 2004

Drawing No.: SAC-G Issue: A

NO.	DATE	REVISION	BY



I certify this to be a true copy of the document shown
and reported to me as the original on 26/7/05



PETER DAVIS JP

Justice of the Peace in and for the State of
New South Wales Registration No 103094

REMOVE THIS TOP SECTION IF DESIRED, BEFORE FRAMING



DEPARTMENT OF **FAIR TRADING**
NSW Consumer Protection Agency

Certificate of Incorporation as an Association

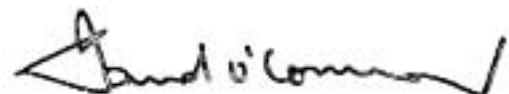
THIS IS TO CERTIFY that the undermentioned Association is incorporated in New South Wales
under the Associations Incorporation Act, 1984.

Association Name: **DISCOVER HUNTERS HILL INCORPORATED**

Incorporation No: **INC9883971**

Date of Incorporation: **1 July 2005**

Issued and given under my hand this first day of July, 2005.



D B O'Connor
Commissioner